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\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The shares disposed of in the transaction were held by the Issuer in connection with the payment of withholding taxes on restricted shares that vested as of March 16, 2009. The price is based on an average of the high and low trading prices on March 16, 2009.

(2) The Reporting Person disclaims beneficial ownership of these shares owned by his spouse.

(3) The Reporting Person is the sole trustee of and, with his spouse, retains a unitrust interest in the trust.

(4) The number of shares represents equivalent shares based on the fair market value of the shares of Series A Liberty Capital common stock, Series A Liberty Interactive common stock and Series A Liberty Entertainment common stock held by the unitized stock fund under the Issuer's 401(k) Savings Plan based on a report from the Plan Administrator dated as of February 28, 2009. The Reporting Person has an interest in the unitized fund, which holds shares of Series A Liberty Capital common stock, Series A Liberty Interactive common stock, Series A Liberty Entertainment common stock and short-term investments.

**Remarks:**

The trading symbol for the Issuer's Series A Liberty Capital common stock is LCAPA, Series A Liberty Interactive common stock is LINTA and Series A Liberty Entertainment common stock is LMDIA.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.